HORSTMANN DATA COMMUNICATIONS LIMITED Company Number 644096

Report of Directors

The Directors hereby submit the Annual Report and Financial Statements of the Company for the year ended 31st March 1997.

The Directors who served during the year were:

D Farmer

D J Sewell (Appointed 9 April 1996)

B C Tanner (Resigned 9 April 1996)

No Director was beneficially interested in any share of the Company during the year under review, and the holdings of the Directors in the holding company are shown in the financial statements of that company.

The Company did not trade during the financial year and consequently made neither a profit nor a loss. Accordingly, no profit and loss account is attached to these accounts and no change in the Company's position arose. Any expenses were met by the Company's holding company. The Company therefore satisfies the conditions laid down in Section 252 of the Companies Act 1985 and accordingly auditors have not been appointed for the current year.

Signed on behalf of the Board.

J F HULIN SECRETARY Registered Office P.O. Box 2, Mandeville Road Aylesbury, Bucks HP21 8AB

30 April 1997

Page 1



HORSTMANN DATA COMMUNICATIONS LIMITED (continued)

Balance Sheet at 31st March, 1997

Creditors: amounts falling due within	1997 £	1996 £
one year:		
Due to holding company	(546,409) ======	(546,409) ======
Capital and reserves		
Called-up share capital: Authorised, 20,000 Ordinary shares of £1 each Allotted, Called-up and Fully Paid,		
14,501 Ordinary Shares	14,501	14,501
Profit and Loss Account	(<u>560,910</u>)	(560,910)
	(546,409) =====	(546,409) ======

We confirm that the Company remained dormant (within the meaning of Section 252 of the Companies Act 1985) throughout the period covered by these accounts.

Signed: X Vf D Farmer D J Sewell Directors

The notes set out below form an integral part of this Balance Sheet.

Notes to the Financial Statements 31st March, 1997

1. Basis of accounting:

The financial statements have been prepared under the historical cost convention.

2. Ultimate holding company:

The Company is a wholly-owned subsidiary of Horstmann Group Limited, incorporated in England.